

STATE OF SOUTH CAROLINA

(Caption of Case)

APPLICATION OF FIRST CHOICE
TECHNOLOGY, INC. FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY TO
PROVIDE RESOLD INTRASTATE
INTEREXCHANGE TELECOMMUNICATIONS
SERVICES WITHIN THE STATE OF SOUTH
CAROLINA AND FOR ALTERNATIVE
REGULATION FIRST
APPROVED IN DOCKET NO. 95-661-C

BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA

COVER SHEET

DOCKET
NUMBER: 2007 - - C

(Please type or print)

Submitted by: John J. Pringle, Jr.

Address: Ellis, Lawhorne & Sims, PA

PO Box 2285

Columbia SC 29202

SC Bar Number: 11208

Telephone: 803-343-1270

Fax: 803-799-8479

Other:

Email: jpringle@ellislawhorne.com

NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ Emergency Relief demanded in petition

☐ Request for item to be placed on Commission's Agenda expeditiously

☐ Other:

INDUSTRY (Check one)

- ☐ Electric
☐ Electric/Gas
☐ Electric/Telecommunications
☐ Electric/Water
☐ Electric/Water/Telecom.
☐ Electric/Water/Sewer
☐ Gas
☐ Railroad
☐ Sewer
☒ Telecommunications
☐ Transportation
☐ Water
☐ Water/Sewer
☐ Administrative Matter
☐ Other: _____

NATURE OF ACTION (Check all that apply)

- | | | |
|--|--|--|
| <input type="checkbox"/> Affidavit | <input type="checkbox"/> Letter | <input type="checkbox"/> Request |
| <input type="checkbox"/> Agreement | <input type="checkbox"/> Memorandum | <input type="checkbox"/> Request for Certification |
| <input type="checkbox"/> Answer | <input type="checkbox"/> Motion | <input type="checkbox"/> Request for Investigation |
| <input type="checkbox"/> Appellate Review | <input type="checkbox"/> Objection | <input type="checkbox"/> Resale Agreement |
| <input checked="" type="checkbox"/> Application | <input type="checkbox"/> Petition | <input type="checkbox"/> Resale Amendment |
| <input type="checkbox"/> Brief | <input type="checkbox"/> Petition for Reconsideration | <input type="checkbox"/> Reservation Letter |
| <input type="checkbox"/> Certificate | <input type="checkbox"/> Petition for Rulemaking | <input type="checkbox"/> Response |
| <input type="checkbox"/> Comments | <input type="checkbox"/> Petition for Rule to Show Cause | <input type="checkbox"/> Response to Discovery |
| <input type="checkbox"/> Complaint | <input type="checkbox"/> Petition to Intervene | <input type="checkbox"/> Return to Petition |
| <input type="checkbox"/> Consent Order | <input type="checkbox"/> Petition to Intervene Out of Time | <input type="checkbox"/> Stipulation |
| <input type="checkbox"/> Discovery | <input type="checkbox"/> Prefiled Testimony | <input type="checkbox"/> Subpoena |
| <input type="checkbox"/> Exhibit | <input type="checkbox"/> Promotion | <input type="checkbox"/> Tariff |
| <input type="checkbox"/> Expedited Consideration | <input type="checkbox"/> Proposed Order | <input type="checkbox"/> Other: _____ |
| <input type="checkbox"/> Interconnection Agreement | <input type="checkbox"/> Protest | |
| <input type="checkbox"/> Interconnection Amendment | <input type="checkbox"/> Publisher's Affidavit | |
| <input type="checkbox"/> Late-Filed Exhibit | <input type="checkbox"/> Report | |

Print Form

Reset Form

ELLIS:LAWHORNE

John J. Pringle, Jr.
Direct dial: 803/343-1270
jpringle@ellislawhorne.com

November 1, 2007

FILED ELECTRONICALLY AND ORIGINAL VIA 1ST CLASS MAIL SERVICE

The Honorable Charles L.A. Terreni
Chief Clerk
South Carolina Public Service Commission
Post Office Drawer 11649
Columbia, South Carolina 29211

RE: Application of First Choice Technology, Inc. for a Certificate of Public Convenience and Necessity to Provide Resold Intrastate Interexchange Telecommunications Services within the State of South Carolina and for Alternative Regulation First Approved in Docket No. 95-661-C
Docket No. 2007-__-C, ELS File No. 1380-11559

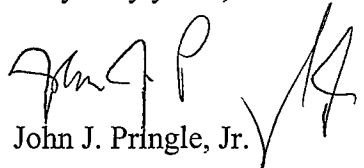
Dear Mr. Terreni:

Enclosed is the original and one (1) copy of the **Application** filed on behalf of First Choice Technology, Inc. in the above-referenced matter.

Please acknowledge your receipt of this document by file-stamping the copy of this letter enclosed, and returning it in the enclosed envelope.

If you have any questions or need additional information, please do not hesitate to contact me.

Very truly yours,


John J. Pringle, Jr.

JJP/cr

cc: Office of Regulatory Staff Legal Department
Leon Nowalsky, Esquire
Mr. Scott Howsare

Enclosures

THIS DOCUMENT IS AN EXACT DUPLICATE OF THE E-FILED COPY SUBMITTED TO THE COMMISSION IN ACCORDANCE WITH ITS ELECTRONIC FILING INSTRUCTIONS.

**BEFORE THE
SOUTH CAROLINA PUBLIC SERVICE COMMISSION**

DOCKET NO. _____

In the Matter of:)
APPLICATION OF **FIRST CHOICE TECHNOLOGY, INC.**)
FOR A CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO PROVIDE RESOLD INTRASTATE)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES WITHIN THE STATE OF SOUTH CAROLINA)
AND FOR ALTERNATIVE REGULATION FIRST)
APPROVED IN DOCKET NO. 95-661-C)

FIRST CHOICE TECHNOLOGY, INC.

FIRST CHOICE TECHNOLOGY, INC. ("Applicant") hereby submits this application for a Certificate of Public Convenience and Necessity to operate as a reseller of interexchange telecommunications services within the State of South Carolina pursuant to South Carolina Statutes and the rules and regulations of the South Carolina Public Service Commission. Applicant requests that its interexchange services be subject to alternative regulation, pursuant to South Carolina Code § 58-9-585 , as was first granted by the Commission in Order Nos. 95-1734 and 96-55 issued in Docket No. 95-661-C. In support of this application, the Company provides the following information:

1. Applicant is a corporation organized under the laws of the State of Delaware and is authorized to transact business within the State of South Carolina as evidenced by Applicant's Articles of Incorporation and Certificate of Authority which are attached hereto as **Exhibits A and B**, respectively.

2. Applicant's representative, legal name and principal address are as follows:

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

Phone: (407) 629-0950
Fax: (407) 629-5320
Email: showsare@firstchoicetele.com

3. Correspondence regarding this application should be directed to:

Leon Nowalsky, Esq.
Nowalsky, Bronston & Gothard, APLLC
3500 N. Causeway Blvd., Suite 1442
Metairie, LA 70002
Ph. (504) 832-1984
Fx. (504) 831-0892
E-Mail: lnowalsky@nbglaw.com

and to local counsel at:

Mr. John "Jack" Pringle, Jr.
Ellis Lawhorne & Sims, P.A.
P.O. Box 2285
Columbia, SC 29202
Ph. (803) 343-1270
Fx. (803) 799-8479
E-Mail: jpringle@ellislawhorne.com

4. The Company's Customer Service contact is:

Scott Howsare, President
First Choice Technology, inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751
Phone: (407) 629-0950
Fax: (407) 629-5320
Email: showsare@firstchoicetele.com

5. Applicant seeks to provide resold interexchange telecommunications services from points of origin within the State of South Carolina. Applicant will not construct any facilities to implement the authority sought herein. The proposed services will be furnished using the transmission facilities of other certificated carriers to the extent permitted by the Commission and where consistent with applicable tariff regulations. Applicant will resell its proposed long distance services throughout the State of South Carolina.

6. The Company will bill its customers directly on a monthly basis.
7. Applicant will adhere to Commission regulations regarding intraLATA traffic, including the guidelines set forth in Order No. 93-462, dated June 3, 1993. Applicant understands that the Commission has expanded intraLATA competition to allow operator service providers to service intraLATA traffic and Applicant reserves the right to provide such intraLATA service, consistent with the order of the Commission in Docket Nos. 92-182-C, 92-183-C and 92-200-C, Order No. 92-480.
8. The principal officers of the Company have the technical and managerial experience necessary for the execution of the business plans described herein as evidenced by the brief description of experience and qualifications of its officers and/or key management personnel which has been attached hereto as **Exhibit C**.
9. The Applicant has the financial backing necessary to provide the services described herein. Attached as **Exhibit D** is a copy of the most recent financial statements of the Applicant and additional supporting documentation.
10. The Company is not currently authorized to provide services in any states, but is in the process of applying for certification in approximately thirty states. The Applicant eventually intends to obtain interexchange certification on a nationwide basis. The Applicant has not been denied authority to operate in any state.
11. The Company will offer the services set forth in its tariff which is attached as **Exhibit E**.
12. Applicant requests that its interexchange business service offerings be regulated pursuant to the procedures described and set forth in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C, as modified by Order No. 2001-997 in Docket No. 2000-407-C. Specifically, Applicant requests that the Commission regulate its business services in the same manner as the Commission regulates those of AT&T Communications of the Southern States, Inc. ("AT&T"). Further, Applicant requests that the

requests that the Commission: a) remove the maximum rate tariff requirements for Applicant's business services and private line, and customer network-type offerings; b) presume that Applicant's tariff filings for these services be valid upon filing. However, if the Commission institutes an investigation of a particular filing within seven (7) days, the tariff filing will be suspended until further order of the Commission; and c) grant Applicant the same treatment as AT&T in connection with any future relaxation of the Commission's reporting requirements.

13. Applicant submits that it has the technical, managerial and financial resources and ability to conduct its business for the benefit of the public as is reflected in this application.
14. Approval of Applicant's application will serve public interest by increasing competition within the interexchange marketplace and provide consumers with a greater choice of long distance services.

WHEREFORE, Applicant prays that the South Carolina Public Service Commission grant it the authority to provide competitive resold interexchange telecommunications services within the State of South Carolina, grant the Applicant alternative regulation as set out herein, and provide such other relief as is just and proper.

Respectfully Submitted,

FIRST CHOICE TECHNOLOGY, INC.

By: 

John Pringle, Jr., Attorney
Ellis Lawhorne & Sims, P.A.
P.O. Box 2285
Columbia, SC 29202
Phone: (803) 343-1270

Attorney for Applicant

November 1, 2007
Columbia, South Carolina

EXHIBIT A

ARTICLES OF INCORPORATION

Delaware

PAGE 1

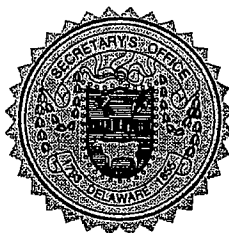
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FIRST CHOICE TECHNOLOGY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 2004, AT 3:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3762005 8100H

AUTHENTICATION: 3335293

040647067

DATE: 09-07-04

CERTIFICATE OF INCORPORATION
OF
FIRST CHOICE TECHNOLOGY, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator, being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Delaware does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Delaware, this Certificate of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be: First Choice Technology, Inc.

ARTICLE II
PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing the Certificate of Incorporation with the Secretary of State of Delaware unless dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

1. Purpose. Except as restricted by the Certificate of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the General Corporation Law of Delaware.

2. General Powers. Except as restricted by the Certificate of Incorporation, the Corporation shall have and may exercise all powers and rights which a corporation may exercise legally pursuant to the General Corporation Law of Delaware.

3. Issuance of Shares. The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State of the State of Delaware.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of \$0.01 par value each, which shares shall be designated "Common Stock"; and One Thousand (1,000) shares of \$0.01 par value each, which shares shall be designated

"Preferred Stock" and which may be issued in one or more series at the discretion of the Board of Directors. In establishing a series the Board of Directors shall give to it a distinctive designation so as to distinguish it from the shares of all other series and classes, shall fix the number of shares in such series, and the preferences, rights and restrictions thereof. All shares of any one series shall be alike in every particular except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware.

1. Dividends. Dividends in cash, property or shares shall be paid upon the Preferred Stock for any year on a cumulative or noncumulative basis as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, to the extent earned surplus for each such year is available, in an amount as determined by a resolution of the Board of Directors. Such Preferred Stock dividends shall be paid pro rata to holders of Preferred Stock in any amount not less than nor more than the rate as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. No other dividends shall be paid on the Preferred Stock.

Dividends in cash, property or shares of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law, except that no Common Stock dividend shall be paid for any year unless the holders of Preferred Stock, if any, shall receive the maximum allowable Preferred Stock dividend for such year.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, first pro rata to the holders of the Preferred Stock until an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, has been distributed per share, and, then, the remainder pro rata to the holders of the Common Stock.

3. Redemption. The Preferred Stock may be redeemed in whole or in part as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, upon prior notice to the holders of record of the Preferred Stock, published, mailed and given in such manner and form and on such other terms and conditions as may be prescribed by the Bylaws or by resolution of the Board of Directors, by payment in cash or Common Stock for each share of the Preferred Stock to be redeemed, as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Any rights to or arising from fractional shares shall be treated as rights to or arising from one share. No such purchase or retirement shall be made if the capital of the Corporation would be impaired thereby.

If less than all the outstanding shares are to be redeemed, such redemption may be made by lot or pro rata as may be prescribed by resolution of the Board of Directors; provided, however, that

the Board of Directors may alternatively invite from shareholders offers to the Corporation of Preferred Stock at less than an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, and when such offers are invited, the Board of Directors shall then be required to buy at the lowest price or prices offered, up to the amount to be purchased.

From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in a payment of the redemption price), all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price, shall cease and terminate.

Any purchase by the Corporation of the shares of its Preferred Stock shall not be made at prices in excess of said redemption price.

4. Voting Rights; Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares of Common Stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. When, with respect to any action to be taken by shareholders of this Corporation, the laws of Delaware require the vote or concurrence of the holders of two-thirds of the outstanding shares, or the shares entitled to vote thereon, or of any class or series, such action may be taken by the vote or concurrence of a majority of such shares or class or series thereof. Cumulative voting shall not be allowed in the election of directors of this Corporation.

Shares of Preferred Stock shall only be entitled to such vote as is determined by the Board of Directors prior to the issuance of such stock, except as required by law, in which case each share of Preferred Stock shall be entitled to one vote.

5. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

6. Conversion Rights. Holders of shares of Preferred Stock may be granted the right to convert such Preferred Stock to Common Stock of the Corporation on such terms as may be determined by the Board of Directors prior to issuance of such Preferred Stock.

ARTICLE V
DIRECTORS

The number of directors shall be such number, not less than one (1) nor more than five (5) as may be designated in the by-laws and if not designated, as may from time to time be elected by the shareholders.

ARTICLE VI
TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII
CORPORATE OPPORTUNITY

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's board of directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The board of directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this

Corporation, through its board of directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

NAME

ADDRESS

Scott Howsare

9976 Royal Cardigan Way
West Palm Beach, FL 33411

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The address, including street, number, city and county of the registered office of the corporation within the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

ARTICLE IX
LIMITATION OF LIABILITY

The personal liability of the directors of the corporation is hereby limited to the fullest extent permitted by Paragraph (7) of Subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and/or supplemented.

ARTICLE X
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and/or supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI
AMENDMENTS

From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Delaware then in force may be added or inserted in the manner and at the time prescribed by said laws and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.

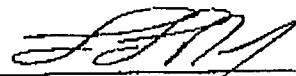
ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

Leon Nowalsky

3500 N. Causeway Blvd.
Suite 1442
Metairie, LA 70002

IN WITNESS WHEREOF, the above-named incorporator, for the purpose of forming a corporation under the Laws of the State of Delaware, does make, file and record this Certificate of Incorporation and certify that the facts herein stated are true and have, accordingly, set his hand and seal at Metairie, Louisiana this 6th day of February, 2004.



Leon Nowalsky

EXHIBIT B

CERTIFICATE OF AUTHORITY

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Authorization

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

FIRST CHOICE TECHNOLOGY, INC.,
a corporation duly organized under the laws of the state of **DELAWARE** and issued a certificate of authority to transact business in South Carolina on **April 12th, 2005**, has on the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that its authority to transact business in South Carolina is subject to being revoked pursuant to Section 33-15-310 of the 1976 South Carolina Code, and no application for surrender of authority to do business in South Carolina has been filed in this office as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
15th day of April, 2005.


Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. It is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

APP 04/12/05

APPLICATION BY A FOREIGN CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO TRANSACT BUSINESS
IN THE STATE OF SOUTH CAROLINA

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

TYPE OR PRINT CLEARLY WITH BLACK INK

Pursuant to Section 33-15-103 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation hereby applies for authority to transact business in the State of South Carolina, and for that purpose, hereby submits the following statement:

1. The name of the corporation is (see Sections 33-4-101 and 33-15-106 and Section 33-19-500(b)(1) if the corporation is a professional corporation) First Choice Technology, Inc.
2. It is incorporated as (check applicable item) [☒] a general business corporation, [☐] a professional corporation, under the laws of the state of Delaware
3. The date of its incorporation is 02/06/2004 and the period of its duration is perpetual
4. The address of the principal office of the corporation is 601 N. Orlando Ave., Suite 211 in the Street Address city of Maitland and the state of Florida 32751 Zip Code
5. The address of the proposed registered office the state of South Carolina is 5000 Thurmond Mall Boulevard in the city of Columbia in Street Address South Carolina 29201 Zip Code
6. The name of the proposed registered agent in this state at such address is Corporation Service Company Print Name

I hereby consent to the appointment as registered agent of the corporation.

Corporation Service Company
By: *Evelyn Wright*
Signature of the Registered Agent
Evelyn Wright/Authorized Representative

050415-0056 FILED: 04/12/2005
FIRST CHOICE TECHNOLOGY, INC.
Filing Fee: \$135.00 ORIG



Mark Hammond

South Carolina Secretary of State

- | a) Name of Directors | Business Address |
|----------------------|--|
| <u>Scott Howsare</u> | <u>601 N. Orlando Ave., Suite 211, Maitlar</u> |
| <u>Gordon Dumont</u> | <u>601 N. Orlando Ave., Suite 211, Maitlar</u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |

- | b) Name and Office
of Principal Officers | Business Address |
|---|--|
| <u>Scott Howsare, President</u> | <u>601 N. Orlando Ave., Suite 211, Maitlar</u> |
| <u>Gordon Dumont, Secretary</u> | <u>601 N. Orlando Ave., Suite 211, Maitlar</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

- | Class of Shares (and Series, if any) | Authorized Number of Each Class (and Series) |
|--------------------------------------|--|
| Common | 1000 |
| Preferred | 1000 |
| | |
| | |

- Date 03/30/2005

Name of Corporation

Signature _____

Gordon Dumont

Type or Print Name and Office

EXHIBIT C

MANAGEMENT PROFILES

STRATEGIC PLANNING, MARKETING AND OPERATIONS EXECUTIVE

PROFILE

An Entrepreneurial Executive with more than 10 years of experience in strategic planning, business development, product management and operations. Proven ability to translate vision and strategy into executable plans with meaningful measurements of success. A track record of leadership development and organizational improvement in both start up and established cultures.

Key Qualifications:

Mergers and Acquisitions
Product Management
Contract Negotiations
Market Planning and Pricing Strategies
Cost Analysis and Management

Operations Management
Business Process Engineering
Systems Development
Reports and Measurements
Strategic Account Management

PROFESSIONAL EXPERIENCE

NUI Telecom, Inc. – West Palm Beach, FL

(2001 to Dec 2003)

Served in business management roles with NUI Telecom, Inc., a subsidiary of NUI Corporation. Broad scope of responsibility included sourcing and negotiation of strategic acquisition, product management and sales channel development. Additional responsibility for operations infrastructure as it relates to organizational structure, process improvement and automation.

Vice President Planning and Development (NUI Telecom) / Director of Planning (NUI Corp)
– (dual titles) (2002 – 2003)

Manager of Integration (2001 – 2002)

- Successfully sourced and negotiated purchase of long distance carrier contributing \$15+ million in annual revenues and \$1.8 million in annualized EBITDA
- Planned, positioned and deployed UNEP product sets in key markets increasing overall gross margins by 10%+
- Created and maintained minimum profitability requirements for all product sets while generating more than \$5 million in new revenues and 20% in annual account growth
- Developed and implemented multi-center operations strategy producing significant improvements in key functional categories – 50% reduction in order turn up intervals, 30% reduction in average time-to-repair, 1.5% attrition rate, etc.
- Implemented operational processes / control procedures in support of Sarbanes-Oxley compliance

Network One, Atlanta, GA

(1997 – 2001)

Held various senior management positions with Network One, an *INC. 500* Integrated Communications Provider (ICP) offering bundled local, long distance and data products to small/medium business customers.

Vice President of Product Integration (2000 – 2001)
Assistant Vice President of Strategic Planning (1999)
Director of Business Development (1997 – 1998)
Operations Manager (1997)

- Negotiated seven year / \$500 million dollar management contract with BellSouth senior executives

- Planned and implemented UNEP local services product throughout Verizon and BellSouth territories producing \$10 million in profitable annualized revenue growth
- Implemented long distance network across five states in Verizon territory resulting in a 33% increase in LD gross margins
- Created outbound call center to facilitate telesales of bundled voice products to small business customers - exceeded sales goals first nine months in operation
- Established change control and quality assurance processes related to system development
- Directed cross functional teams during migration of 10,000+ customer base resulting in more than \$2.5 million in annual cost reductions

National Tel, Ft. Lauderdale, FL

(1995 – 1997)

Responsible for call center operations at National Telecommunications, Inc. (National Tel), a South Florida facilities based CLEC.

Customer Service Manager (1996 – 1997)

Customer Service Supervisor (1995)

- Managed inbound / outbound call center supporting provisioning, customer service, repair and retention for \$50 million CLEC
- Maintained attrition rate of less than 2% throughout two year period
- Hired, trained and motivated 30+ staff positions
- Developed business process and procedures as company transitioned from a long distance carrier to a full service CLEC

Homestead Alliance Church, Homestead, FL

(1991 – 1995)

Experienced hurricane Andrew while serving as part of church ministry team in Homestead. Worked with the ministry team to meet short and long term needs within the community.

Assistant Pastor (1991 – 1995)

- Coordinated hurricane relief with senior pastor & volunteer team (soup kitchen, dry goods & clothes distribution, medical unit, housing reconstruction)
- Developed support groups throughout the community (addiction, singles, seniors, family, etc.)

Ryder Truck Rental, Inc., Tampa, FL

(1987 – 1991)

Held management roles with Ryder, Inc., a \$5 billion commercial and consumer rental corporation. Responsible for consumer rental revenue production and profitability at more than 55 independent dealership locations throughout Florida.

Consumer Product Line Manager – West Coast/Central Florida Region (1990 – 1991)

Dealer Manager (1987 – 1990)

- Responsible for \$9 million consumer product line
- Identified target markets and established new dealership relationships throughout Florida
- Teamed with 55 independent dealership locations in the development of revenue goals and marketing strategies
- Hired, trained and motivated telemarketing, administrative and dealer management staff
- Directed the daily utilization of 700+ rental truck fleet

EDUCATION

Bachelor of Science in Bible & Theology, Toccoa Falls College, GA

- Who's Who in American Colleges and Universities

***References Available Upon Request**

EXHIBIT D

FINANCIAL STATEMENTS

FIRST CHOICE TECHNOLOGY, INC.

FINANCIAL STATEMENTS

**ONE MONTH AND TWELVE MONTHS
ENDED DECEMBER 31, 2006 AND 2005**

First Choice Technology, Inc.
Balance Sheets
December 31, 2006 and 2005

	<u>2006</u>	<u>2005</u>
Assets		
Current Assets:		
Cash	\$185,860	\$29,953
Accounts Receivable - Trade	226,156	93,141
Allowance for Doubtful Accounts	(8,500)	0
Accounts Receivable - Other	0	3,000
Prepaid Expenses	8,145	2,087
Regulatory Deposits - Escrow	<u>18,749</u>	<u>1,051</u>
Total Current Assets	430,410	129,232
Property and Equipment, Net	11,232	4,813
Deposits	63,648	53,430
Intangible Assets - Customer Base	<u>107,500</u>	<u>0</u>
Total Assets	<u><u>\$612,790</u></u>	<u><u>\$187,475</u></u>
Liabilities		
Current Liabilities:		
Line-of-Credit	\$256,728	\$273,144
Loan Payable - Shareholder	166,500	0
Accounts Payable - Trade	187,253	18,577
Accrued Expenses	0	78,232
Deferred Revenue	5,282	4,992
Due to Reduced Rate Long Dist.	2,085	(6,625)
Sales Taxes Payable	<u>46,416</u>	<u>10,287</u>
Total Current Liabilities	664,264	378,607
Customer Deposits	<u>3,000</u>	<u>3,000</u>
Total Liabilities	<u><u>667,264</u></u>	<u><u>381,607</u></u>
Shareholders' Deficit		
Paid-in-Capital	0	55,000
Dividends	(33,000)	0
Retained Deficit	<u>(21,474)</u>	<u>(249,132)</u>
Total Shareholders' Deficit	<u><u>(54,474)</u></u>	<u><u>(194,132)</u></u>
Total Liabilities and Shareholders' Deficit	<u><u>\$612,790</u></u>	<u><u>\$187,475</u></u>

First Choice Technology, Inc.
Statements of Cash Flows
For the Twelve Months Ended December 31, 2006 & 2005

	<u>2006</u>	<u>2005</u>
Cash Flows From Operating Activities:		
Pre-Tax Income (Loss)	\$227,658	(\$144,978)
Bad Debts	8,500	0
Depreciation	3,669	2,560
Adjustments to Reconcile Change in Net Income to Net Cash Used by Operating Activities:		
Net Decrease (Increase) in Accounts Receivable - Trade	(133,015)	(62,526)
Net Decrease (Increase) in Accounts Receivable - Other	3,000	2,000
Net Decrease (Increase) in Prepaid Expenses	(6,058)	(862)
Net Decrease (Increase) in Regulatory Deposits - Escrow	(27,916)	(1,326)
Net Increase (Decrease) in Accounts Payable - Trade	165,376	7,003
Net Increase (Decrease) in Accrued Expenses	(78,232)	39,807
Net Increase (Decrease) in Deferred Revenue	290	4,992
Net Increase (Decrease) in Payroll Tax Payable	0	(714)
Net Increase (Decrease) in Due to Reduced Rate Long Distance	8,710	(6,625)
Net Increase (Decrease) in Customer Deposits	0	3,000
Net Increase (Decrease) in Sales Tax Payable	36,129	10,202
Net Cash Provided (Used) by Operating Activities	<u>208,111</u>	<u>(147,467)</u>
Cash Flows From Investing Activities:		
Acquisitions of Property and Equipment	(10,088)	(1,947)
Acquisitions of Customer Base	(107,500)	0
Net Cash Used by Investing Activities	<u>(117,588)</u>	<u>(1,947)</u>
Cash Flows From Financing Activities:		
Advances under Line of Credit	0	156,144
Repayments under Line of Credit	(16,416)	(30,000)
Advances under Loan from Shareholder	176,500	0
Repayments under Loan from Shareholder	(10,000)	0
Capital Contributions	0	30,000
Repayment of Capital Contributions	(55,000)	0
Dividends	(29,700)	0
Net Cash Provided by Financing Activities	<u>65,384</u>	<u>156,144</u>
Net Increase in Cash - Bank	155,907	6,730
Cash - Beginning of Period	<u>29,953</u>	<u>23,223</u>
Cash - End of Period	<u>\$185,860</u>	<u>\$29,953</u>

First Choice Technology, Inc.
Statements of Income and Retained Earnings (Deficit)
For the One Month and Twelve Months Ended December 31, 2006 and 2005

	Month					Year-to-Date				
	2006		2005		Variance	2006		2005		Variance
	Amount	%	Amount	%	Amount	Amount	%	Amount	%	Amount
Revenues										
Fees	\$202,678	101%	\$96,034	100%	\$106,644	\$1,998,079	101%	\$517,519	96%	\$1,480,560
Discounts and Allowances	(5,089)	-3%	0	0%	(5,089)	(34,900)	-2%	0	0%	(34,900)
Commissions	3,400	2%	0	0%	3,400	7,086	0%	0	0%	7,086
Consulting	0	0%	0	0%	0	0	0%	21,000	4%	(21,000)
Other	0	0%	20	0%	(20)	92	0%	158	0%	(66)
Total Revenues	200,989	100%	96,054	100%	104,935	1,970,357	100%	538,677	100%	1 431,680
Direct Costs										
Network Interconnection	2,629	1%	9,999	10%	(7,370)	64,841	3%	101,612	19%	(36,771)
Line Access	107,556	54%	57,415	60%	50,141	1,157,851	59%	258,512	48%	899,339
Total Direct Costs	110,185	55%	67,414	70%	42,771	1,222,692	62%	360,124	67%	862,568
Gross Profit	90,804	45%	28,640	30%	62,164	747,665	38%	178,553	33%	569,112
Expenses										
Advertising and Promotion	295	0%	295	0%	0	5,024	0%	5,025	1%	(1)
Bad Debts	1,417	1%	0	0%	1,417	8,500	0%	0	0%	8,500
Bank Service Charges	1,651	1%	651	1%	1,000	13,971	1%	5,111	1%	8,860
Casual Labor	0	0%	0	0%	0	292	0%	0	0%	292
Commissions	9,718	5%	2,833	3%	6,885	112,774	6%	23,997	4%	88,777
Computer & Internet Maintenance	235	0%	0	0%	235	3,379	0%	1,115	0%	2,264
Consulting	1,261	1%	0	0%	1,261	1,381	0%	0	0%	1,381
Credit Card Fees	494	0%	30	0%	464	4,218	0%	350	0%	3,868
Depreciation	306	0%	213	0%	93	3,670	0%	2,559	0%	1,111
Dues and Subscriptions	0	0%	0	0%	0	100	0%	0	0%	100
Employee Recruiting	0	0%	0	0%	0	1,715	0%	500	0%	1,215
Equipment Rental & Small Purchases	873	0%	0	0%	873	7,391	0%	724	0%	6,667
Flowers and Gifts	229	0%	0	0%	229	371	0%	67	0%	304
Insurance	25	0%	0	0%	25	25	0%	0	0%	25
Interest	0	0%	1,758	2%	(1,758)	23,141	1%	11,276	2%	11,865
Legal & Accounting	1,502	1%	2,434	3%	(932)	44,460	2%	23,463	4%	20,997
Meals and Entertainment	45	0%	0	0%	45	618	0%	187	0%	431
Miscellaneous	0	0%	0	0%	0	0	0%	0	0%	0

First Choice Technology, Inc.
Statements of Income and Retained Earnings (Deficit)
For the One Month and Twelve Months Ended December 31, 2006 and 2005

	Month				Variance	Year-to-Date				Variance
	2006		2005			2006		2005		
	Amount	%	Amount	%		Amount	%	Amount	%	
Office Supplies	1,904	1%	89	0%	1,815	11,092	1%	1,639	0%	9,453
Payroll Taxes	552	0%	356	0%	196	12,037	1%	10,368	2%	1,669
Postage & Delivery	2,110	1%	81	0%	2,029	16,452	1%	1,398	0%	15,054
Printing and Reproduction	11	0%	9	0%	2	136	0%	324	0%	(188)
Professional Development	0	0%	0	0%	0	388	0%	299	0%	89
Professional Fees - Billing/Sales Tax	5,064	3%	2,444	3%	2,620	43,391	2%	28,032	5%	15,359
Rent	1,225	1%	1,300	1%	(75)	14,698	1%	14,895	3%	(197)
Salaries & Wages	15,695	8%	13,833	14%	1,862	171,997	9%	175,566	33%	(3,569)
Taxes and Licenses	1,113	1%	50	0%	1,063	2,985	0%	1,658	0%	1,327
Telephone & Data Communication	826	0%	1,053	1%	(227)	9,447	0%	7,851	1%	1,596
Travel	1,767	1%	190	0%	1,577	3,232	0%	4,047	1%	(815)
Utilities	368	0%	190	0%	178	3,122	0%	3,080	1%	42
Total Expenses	48,686	24%	27,809	29%	20,877	520,007	26%	323,531	60%	196,476
Pre-Tax Income (Loss)	\$42,118	21%	\$831	1%	\$41,287	227,658	12%	(144,978)	-27%	\$372,636
Beginning Retained Deficit						(249,132)		(104,154)		
Ending Retained Deficit						(\$21,474)		(\$249,132)		

EXHIBIT E

PROPOSED TARIFF

TITLE SHEET

RESALE TELECOMMUNICATIONS SERVICES

This tariff applies to the Resale Interexchange Telecommunications Services furnished by **First Choice Technology** within the State of South Carolina. This tariff is on file with the South Carolina Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business located at 601 N. Orlando Avenue, Suite 211, Maitland, FL 32751

The Company's toll free telephone number is: 1-888-598-0672.

ISSUED: November 1, 2007

EFFECTIVE:

ISSUED BY: Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

CHECK SHEET

All sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and Revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<u>Sheet</u>	<u>Revision</u>	<u>Sheet</u>	<u>Revision</u>
1	Original	21	Original
2	Original	22	Original
3	Original	23	Original
4	Original	24	Original
5	Original	25	Original
6	Original	26	Original
7	Original		
8	Original		
9	Original		
10	Original		
11	Original		
12	Original		
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		

ISSUED: November 1, 2007**EFFECTIVE:**

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First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

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Section 1: Definitions and Abbreviations.....	06
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Section 4: Rates and Charges.....	23

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SYMBOLS

The following are the only symbols used for the purposes indicated below:

- D - Delete or Discontinue
- I - Change Resulting In A Rate Increase
- M - Moved From Another Tariff Location
- N - New Material
- R - Change Resulting In A Rate Reduction
- T - Change In Text or Regulation But No Change In Rate or Charge

ISSUED: November 1, 2007

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TARIFF FORMAT

- A. Sheet Numbering - Sheet numbers appear in the upper-right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between existing sheets with whole numbers, a decimal is added. For example, a new sheet added between Sheets 14 and 15 would be Sheet 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised Sheet 14 cancels 3rd Revised Page 14.
- C. Paragraph Numbering Sequence - There are various levels of alphanumeric paragraph coding. Each level of coding is subservient to its next higher level of coding. For example:
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a)
- D. Check Sheets - When a tariff filing is made with the Commission, an updated check sheet will accompany the filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just new revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current sheet on file with the Commission.

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SECTION 1 - DEFINITIONS AND ABBREVIATIONS

1.1 Definitions:

Authorized User - A person, firm, corporation, or other entity authorized by the customer to receive or send communications.

Busy Hour - The two consecutive half hours during which the greatest volume of traffic is handled.

Carrier - First Choice Technology, Inc., unless specifically stated otherwise.

Commission - The South Carolina Public Service Commission.

Company - First Choice Technology, Inc., also referred to as Carrier.

Completed Calls - Completed calls are answered calls on the distance end.

Customer - The person, firm, corporation, or other entity which orders or uses service and is responsible for the payment of charges and compliance with tariff regulations.

Customer-Provided Equipment - Terminal equipment provided by a customer.

Day Rate Period - 8:00 a.m. to 4:59 p.m., Monday through Friday.

Directory Assistance - Directory Assistance Service consists of supplying listed telephone numbers to persons who call the Directory Assistance Bureau.

Due Date - The last day for payment without unpaid amounts being subject to a late payment charge.

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1.1 Definitions: (continued)

Evening Rate Period - 5:00 p.m. to 10:59 p.m., Sunday through Friday.

Holidays - Carrier's recognized holidays are, New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

Night/Weekend Rate Period - 11:00 p.m. to 7:59 a.m.; from 8:00 a.m. to 10:59 p.m. on Saturday; and from 8:00 a.m. to 4:59 p.m. Sunday.

Person - Any individual, firm, partnership, corporation, company, association or other legal entity.

Premises - The customers location for services.

Terminal Equipment - Devices, apparatus and their associated wiring, such as teleprinters, telephone handsets, data sets, or microprocessors.

1.2 Abbreviations:

LATA - Local Access Transport Area

LEC - Local Exchange Carrier

MTS - Message Toll Service

PBX - Private Branch Exchange

SAL - Special Access Line

V&H - Vertical and Horizontal

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SECTION 2 - REGULATIONS

2.1 Undertaking of Carrier

Carrier provides long distance message toll telephone service to customers for their transmission of voice, data, and other types of telecommunications.

Communications originate when the customer accesses Carrier directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. Carrier may act as the customer's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the customer, to allow connection of a customer's location to the Carrier network. The customer shall be responsible for all charges due for such service arrangements.

The Company's services are provided on a monthly basis (30 days) and are available twenty-four (24) hours a day, seven (7) days a week.

2.2 Limitations on Service

- 2.2.1 Carrier reserves the right to provide services only to and from locations where the necessary facilities and/or equipment are available and subject to the provisions of this tariff.
- 2.2.2 Carrier reserves the right to discontinue furnishing service upon written notice, when necessitated by conditions beyond its control or when the customer is using the service in violation of the provisions of this tariff or in violation of the law.
- 2.2.3 Title to any equipment provided by Carrier under these regulations remains with Carrier. Prior written permission from the company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to any such assignee or transferee.

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2.3 Use of Service

Service may not be used for any unlawful purposes.

The minimum period for service is one month (30 days), unless otherwise noted in the service description.

2.4 Limitation of Liability

2.4.1 Carrier shall not be liable to any person, firm or entity for damages, either direct, indirect, consequential, special, incidental, actual, punitive, or for any other damages or for any lost profits, arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects in transmissions, not caused by the negligence of the customer, commencing upon activation of service and in no event exceeding an amount equivalent to the proportionate charge to the customer for the period of service during which the mistake, accident, error, omission, interruption, delay or defect in transmission occurred.

2.4.2 Carrier will indemnify the customer and hold it harmless in respect to any loss, damage, liability or expense asserted against the customer by a third party on account of any property damage or personal injury caused by any negligence or willful misconduct of Carrier or its agents or representatives arising out of performance by Carrier of any testing or other activities on the customer's premises pursuant to this tariff. Carrier's obligations under the preceding sentence shall be subject to the customer's full performance of this tariff and subject further to the customer's duty to take reasonable precautions in the location, construction, maintenance and operation of all activities, facilities and equipment for the protection against hazard or injury and so as to not interfere with the services provided by Carrier.

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First Choice Technology, Inc.
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Maitland, FL 32751

2.4 Limitation of Liability (continued)

2.4.3 Carrier shall be indemnified and held harmless by the customer against:

- A. Claims for libel, slander, infringement of patent or copyright or unauthorized use of any trademark, trade name, or service mark arising out of the material, data information, or other content transmitted over the carrier's facilities; and
- B. All other claims arising out of any act or omission by the customer in connection with any service provided by Carrier.

2.5 Interruption of Service

A credit allowance for interruptions of service which are not due to Carrier's testing or adjusting, to the negligence, of the customer, or to the failure of the channels, equipment, and/or communications systems provided by the customer, are subject to the liability provisions set forth herein. It shall be the obligation of the customer to notify Carrier of any interruption in service. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by or within the customer's control and is not in wiring or equipment connected to the Carrier terminal.

2.6 Restoration of Service

The use and restoration of service in emergencies shall be in accordance with the Part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

ISSUED: November 1, 2007

EFFECTIVE:

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First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

2.7 Customer Responsibility

2.7.1 All customers assume general responsibilities in connection with the provisions and use of Carrier's service. All customers are responsible for the following:

- A. The customer is responsible for placing orders for service, paying all charges for service rendered by Carrier and complying with all of Carrier's regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B. When placing an order for service, the customer must provide:
 - 1. The name(s) and address(es) of the person(s) responsible for the payment of service charges.
 - 2. The name(s), telephone number(s), and address(es) of the customer contact person(s).
- C. The customer must pay Carrier for the replacement or repair on Carrier's equipment when the damage results from:
 - 1. The negligence or willful act of the customer or user.
 - 2. Improper use of service.
 - 3. Any use of equipment or service provided by others.

ISSUED: November 1, 2007

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First Choice Technology, Inc.
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Maitland, FL 32751

2.7.2 Maintenance, Testing, and Adjustment

Upon reasonable notice, equipment provided by Carrier shall be made available for such tests and adjustments as may be necessary to maintain them in satisfactory condition. No interruption allowance will be granted for such time.

2.7.3 Deposits

A. Carrier may require a customer or prospective customer to pay a deposit if the following conditions exist:

1. The customer's past telecommunications utility payment record reflects delinquent payment practices. (i.e. customer had 2 consecutive 30-day arrearages or more than 2 non-consecutive 30-day arrearages within the past 24 months, or has been sent four or more late payment notices in the past 9 months.)
2. A new customer cannot furnish either a letter of good credit or an acceptable cosigner or guarantor on the same system within South Carolina to guarantee payment.
3. An existing customer has no deposit and is presently delinquent in payment. (i.e. customer had 2 consecutive 30-day arrearages, or more than 2 non-consecutive 30-day arrearages, within the past 24 months, or has been sent four or more late payment notices in the past 9 months.)
4. A customer has had service terminated by any telecommunications utility for non-payment or fraudulent use.

B. For new customers deposits will be an amount equal to two (2) months estimated total billing (including toll and taxes) and for existing customers deposits will be an amount equal to the total actual bills of the highest two (2) consecutive months within the preceding six (6) month period.

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2.7.3 Deposits (continued)

- C. Deposit amounts may be adjusted upward or downward to reflect the actual billing experience and payment habits of the customer.
- D. Simple interest accruing annually shall be paid on deposits held by the Company at a rate prescribed by the Commission for the period during which the deposit was held. Payment of interest shall be made to the customer at least every two (2) years and at the time the deposit is returned. A deposit will cease to draw interest on the date it is returned, the date service is terminated or on the date notice is sent to the customer's last known address that the deposit is no longer required.
- E. Deposits will be refunded with interest after two (2) years unless the customer has had two consecutive 30-day arrearages or more than two non-consecutive 30-day arrearages in the past 24 months, or has had service denied or interrupted for non-payment of bills, or has been sent more than two late payment notices in the past 9 months, or has a returned check in the past 6 months.

ISSUED: November 1, 2007

EFFECTIVE:

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First Choice Technology, Inc.
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2.7 Customer Responsibility

2.7.4 Credit Allowance

Credit for failure of service or equipment will be allowed only when failure is caused by or occurs in equipment owned, provided and billed for, by Carrier.

- A. Credit allowances for failure of service or equipment starts when the customer notifies Carrier of the failure or when Carrier becomes aware of the failure and ceases when the operation has been restored and an attempt has been made to notify the customer.
- B. The customer shall notify Carrier of failures of service or equipment and make reasonable attempts to ascertain that the failure is not caused by customer provided facilities, any act, or omission of the customer or in wiring or equipment connected to the terminal.
- C. Only those portions of the service or equipment operation disabled will be credited. No credit allowances will be made for:
 - 1. Interruptions of service resulting from Carrier performing routine maintenance;
 - 2. Interruptions of service for implementation of a customer order for a change in the service;
 - 3. Interruption caused by the negligence of the customer or his authorized user;
 - 4. Interruptions of service because of the failure of service or equipment due to customer or authorized user-provided facilities.

ISSUED: November 1, 2007

EFFECTIVE:

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2.7.5 Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins, a charge will be made to the customer for the non-recoverable portions of expenditures or liabilities incurred on behalf of the customer by the Company.

2.7.6 Payment and Charges for Services

- A. Service is provided and billed on a monthly basis.
- B. Payment is due within 20 days after the bill is rendered by the Company. The bill is considered rendered when deposited in the U.S. mail with postage prepaid to the customers last known address.
- C. Interest at the rate of 1.5% will be added to any unpaid balance brought forth from the previous billing date to cover the cost of collection and carrying accounts in arrears. This method of late payment charge will be in lieu of any other penalties allowed by law.
- D. The customer is responsible for payment of all charges for service furnished to the customer. Charges based on actual usage during a month will be billed monthly in arrears.
- E. Service may be denied or discontinued at Carrier's discretion, for non-payment of amounts due Carrier, past the due date.

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2.7.7 Billing Disputes

If written or verbal notice of dispute as to charges is not received by the Company within the applicable statute of limitations such bill shall be deemed correct and binding. In the case of a billing dispute between the user and the Carrier for service furnished to the user, which cannot be settled with mutual satisfaction, the user can take the following course of action:

- 1.) First, the user may request, and the Carrier will provide, an in-depth review of the disputed amount. This can be done by dialing 1-866-598-0672. (The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnect.)
- 2.) Second, if there is still a disagreement about the disputed amount after the investigation and review by manager of the Carrier, the user may file an appropriate complaint with the Commission. The Commission's address is:

South Carolina Public Service Commission
Synergy Business Park
101 Executive Center Drive
P.O. Drawer 11649
Columbia, South Carolina 29210
Phone: (803) 896-5100 or
1-800-922-1531

2.7.8 Application of Charges

The charge for services are those in effect for the period that service is furnished.

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2.8 Carrier Responsibility

2.8.1 Calculation of Credit Allowance

Pursuant to limitations set forth in Section 2.7.4, when service is interrupted the credit allowance will be computed on the following basis:

- A. No credit shall be allowed for an interruption of less than two hours.
- B. The customer shall be credited for each interruption of two hours or major fraction thereof that an interruption continues beyond two hours.
- C. When a minimum usage charge is applicable and the customer fails to meet a usage minimum credit, the outage shall be applied against that minimum equal to 1/360th of the monthly minimum charges associated with the portion of service disabled for each period of two hours or major fraction thereof that the interruption continues beyond two hours.

2.8.2 Cancellation of Credit

Where Carrier cancels a service or the provision of equipment and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was rendered or the equipment was provided. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

2.8.3 Disconnection of Service by Carrier

Carrier may refuse or discontinue service for any of the reasons listed below without incurring any liability. Unless otherwise stated, the customer will be allowed a reasonable time in which to comply with the rule before service is discontinued.

- A. Non-payment of regulated sums due to Carrier for service for more than thirty (30) days beyond the date of rendition of the bill for such regulated services. Service will not be discontinue without prior written notice to the customer in accordance with 26 S.C. Code Ann. Regs. 103-633 (Supp. 1999);
- B. For a violation of any regulation governing the service under this tariff;

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2.8.3 Disconnection of Service by Carrier (continued)

- C. For a violation of any law, rule, or regulation of any government authority having jurisdiction over the service;
- D. Without notice, in the event of a condition determined hazardous by the Company;
- E. Without notice in the event of customer use of equipment in such a manner as to adversely affect Carrier's provision of service to others;
- F. For failure of customer to permit Carrier reasonable access to its equipment.

2.8.4 Fractional Charges Upon Discontinuance of Service

Credits for a fractional part of a month are calculated by counting the number of days in the billing period before service was discontinued. That number is divided by thirty days and the resultant fraction multiplied by the monthly charge to arrive at the fractional monthly charge.

2.9 Termination of Service

2.9.1 Termination by Customer

When a customer desires to have service terminated, the customer must notify the Company orally or in writing. The Company will send the customer a final bill for service within a reasonable time after the receipt of such notice of termination.

2.9.2 Termination by the Company

Service may be terminated by the Company for non-payment of a bill, provided that the Company has made a reasonable attempt to effect collection and has given the customer written notice that settlement of the account must be made within five days or service will be disconnected. Service will be terminated only on Monday through Thursday between the hours of 8:00 a.m. and 4:00 p.m., unless provisions have been made by the Company to have someone available to accept payment and reconnect service.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES

3.1 Timing of Calls

The customer's monthly usage charges for Carrier service are based upon the total number of minutes the customer uses and service options subscribed to. Chargeable time begins when the connection is established between the calling station and the called station or PBX. Chargeable time ends when either party "hangs up."

There are no charges incurred if a call is not completed.

3.2 Start of Billing

For billing purposes, the start of service is the first day on which service is available for use by the customer. The end of service date is the last day or any portion of the last day for which service was provided to the customer.

3.3 Interconnection

Service furnished by Carrier may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Carrier. Service furnished by Carrier is not part of a joint undertaking with such other carriers. Any special interface equipment of Carrier and other participating carriers shall be provided at the customer's expense.

Interconnection with the facilities or services of other carriers shall be under the applicable terms and conditions of other carriers' tariffs. The customer is responsible for taking all necessary legal steps for interconnecting his customer-provided terminal equipment or communications systems with Carrier's. The customer shall secure all licenses, permits, right-of-ways, and other arrangements necessary for such interconnection.

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3.4 Terminal Equipment

Carrier's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment will be furnished and maintained at the expense of the providing customer, except as otherwise agreed in advance and in writing. The customer is responsible for all costs at their premises, including personnel, wiring, electrical power, and the like incurred in the use of Carrier's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria of the telecommunications industry.

3.5 Calculation of Distance

Usage charges for any mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates that are generally accepted within the telecommunications industry.

Formula:
$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

3.6 Minimum Call Completion Rate

The customer can expect a call completion rate of 97% of calls attempted during peak use periods for all Feature Group D (1+) services.

3.7 Special Services

A Special Service is any service requested by the customer for which there is no prescribed rate in this tariff. Special Service charges will be developed on an individual case basis and submitted to the Commission for prior approval.

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3.8 Services Offerings

The company provides the following services:

3.8.1 Message Toll Service (MTS)

Outgoing long distance service whereby the customer accesses the Company's underlying carrier's network on an equal access or dial-up basis.

In non-equal access areas, the customer will gain access to the Carrier's network by dialing a 101XXXX access code which will be provided by the Company.

3.8.2 Inbound 8XX Service

Inbound service is virtual banded inbound toll service which permits calls to be completed at the subscriber's location without charge to the calling party. Access to the service is gained by dialing a ten digit telephone number which terminates at the customer's location. Inbound services originate via normal shared use facilities and are terminated via the customers' local exchange service access line.

Carrier will accept a prospective inbound service customer's request for up to ten (10) telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for number reservations must be made in writing, dated and signed by a responsible representative of the customer. Carrier does not guarantee the availability of number(s) until assigned. The telephone number(s) so requested, if found to be available, will be reserved for and furnished to the eligible customer.

If a customer who has received a number does not subscribe to inbound service within 90 days, the company reserves the right to make the assigned number available for use by another customer.

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3.8.3 Travel Card Service

Allows subscribers to place calls by gaining access to the network via a toll free telephone number and personal identification number (PIN) issued by the Company.

3.8.4 Directory Assistance

Directory assistance is the provision of listed telephone numbers to requesting customers. The Company will provide directory assistance service to customers at a per call charge.

3.8.5 Operator Services

The Company will not provide operator services to end users. The Company's underlying carrier will provide and bill for all operator assisted services.

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SECTION 4 - RATES AND CHARGES

4.1 Usage Charges

4.1.1 Usage Charges

Usage is either flat rated or determined by the time of day rate periods and minutes of use within each rate period. Time of day rate periods are determined by the time and day of call origination at the customer's location.

4.1.2 Billing Increments

Usage is billed in accordance with the billing increments set forth in the individual product rate sections of this tariff. All partial usage will be rounded up to the next highest applicable billing increment.

4.1.3 Rounding

All calls are rounded to the next highest billing interval. Total charge for a fraction of a cent will be rounded to the next highest whole cent.

4.1.4 Taxes

All rates stated are exclusive of any applicable taxes.

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4.2 Marketing

4.2.1 Special Promotions

Any marketing efforts will clearly indicate to the potential customers the nature of the transaction which is being offered. Materials submitted to prospective customers will clearly indicate that those customers will be changing their long distance carrier if they accept such solicitation. Any special promotions will be filed with the Commission at least 14 days prior to initiation of the promotion.

4.2.1 Marketing Statement

As a telephone utility under the regulation of the Public Service Commission of South Carolina, the carrier hereby asserts and affirms that as a reseller of intrastate telecommunications service, it will not indulge or participate in deceptive or misleading telecommunications marketing practices to the detriment of consumers in South Carolina, and it will comply with those marketing procedure, if any, set forth by the Public Service Commission. Additionally, it will be responsible for the marketing practices of its contracted telemarketers for compliance with this provision. It understands that violation of this provision could result in a rule to show cause as to the withdrawal of its certificate to complete intrastate telecommunications traffic within the State of South Carolina.

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4.3 Outbound 1+ Service

\$0.06 per minute.
Billed in whole minute increments.

4.4 Inbound 8XX Service

\$0.06 per minute.
Billed in whole minute increments.

4.5 Travel Card Service

\$0.25 per minute.
Billed in whole minute increments.
Per call surcharge: None.

The payphone surcharge stated in Section 4.8 will apply to calls placed to an 8XX number.

4.6 Directory Assistance

The Company's customers will be billed the following per call charge to be connected to the local exchange company directory assistance service for directory assistance calls within the State.

Directory Assistance Charge: \$0.89 per call

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4.7 Returned Check Charge

Any customer issuing Carrier check(s) returned to Carrier will be charged \$15.00 per check.

4.8 Special Promotions

Carrier may from time to time offer special promotions to customers upon prior Commission approval of such promotion.

4.9 Dial Around Pay Telephone (Payphone) Surcharge

A dial around surcharge of \$0.35 per call will be added to any completed intrastate toll access code and subscriber 8XX type calls placed from a public or semi-public payphone.

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EXHIBIT F

PROPOSED NOTICE OF FILING

PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA

DOCKETING DEPARTMENT

NOTICE OF FILING AND HEARING

DOCKET NO. 2007-____-C

First Choice Technology, Inc. ("First Choice" or "Applicant") has filed an Application with the Public Service Commission of South Carolina ("Commission") for a Certificate of Public Convenience and Necessity to provide resold intrastate interexchange services from points of origin within the State of South Carolina.

First Choice requests that the Commission regulate its interexchange business services pursuant to the procedures described and set forth in Order Nos. 95-1734 and 96-55 in Docket No. 95-661-C, as modified by Order No. 2001-997 in Docket No. 2000-407-C.

A copy of the Application is on file in the offices of the Commission, 101 Executive Center Drive, Columbia, South Carolina 29210, the Commission's website at www.psc.sc.gov, and is available from John J. Pringle, Jr., Esquire, Ellis, Lawhorne & Sims, P.A., P.O. Box 2285, Columbia, South Carolina, 29202.

PLEASE TAKE NOTICE a hearing on the above matter has been scheduled to begin at ____ a.m. _____, 2008, before Hearing Examiner David Butler, Esquire in the Commission's Law Library at 101 Executive Center Drive, Saluda Building, Columbia, South Carolina 29210.

Any person who wishes to participate in this matter, as a party of record with the right of cross-examination, should file a Petition to Intervene in accordance with the Commission's Rules of Practice and Procedure on or before **November __, 2007**, and indicate the amount of time required for his presentation. Please include an email address for receipt of future Commission correspondence in the Petition to Intervene. *Please refer to Docket No. 2007-____-C.*

Any person who wishes to testify and present evidence at the hearing, should notify the Docketing Department, in writing, at the address below, the Office of Regulatory Staff at Post Office Box 11263, Columbia, South Carolina 29211, and John J. Pringle, Jr., Esquire, at the above address, on or before **November __, 2007**, and indicate the amount of time required for his presentation. *Please refer to Docket No. 2007-____-C.*

Any person who wishes to be notified of any change in the hearing, but does not wish to present testimony or be a party of record, may do so by notifying the Docketing Department, in writing, at the address below on or before **November __, 2007**. *Please refer to Docket No. 2007-____-C.*

PLEASE TAKE NOTICE: Any person who wishes to have his or her comments considered as part of the official record of this proceeding **MUST** present such comments, in person, to the Commission during the hearing.

Persons seeking information about the Commission's Procedures should contact the Commission at (803) 896-5100.

Public Service Commission of South Carolina
Attn: Docketing Department
Post Office Drawer 11649
Columbia, South Carolina 29211

November____-07